

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

May 25, 2005

RECORDATION NO. 21300-13 FILED

MAY 26 '05 1-26 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, D.C. 20006

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Schedule No. 2 dated as of January 15, 2005, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Lease Agreement dated as of November 24, 1997, which was duly filed and recorded on March 31, 1998 and assigned Recordation Number 21300.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: Desticon Transportation Services, Inc.  
3024 Chemin Saint Sulpice  
Montreal, PQ H3H 1B5  
Canada

A description of the railroad equipment covered by the enclosed document is:

Seventy-five 73-foot, 110 center partition flatcars with flat floors and non-tapered center partitions designed for a gross rail load of 286,000 lbs. ("V-5 Centerpartition" railcars) marked and numbered AOK 26700 through AOK 27774, inclusive.

Also enclosed is a payment of \$33 payable to the order of the Surface Transportation Board covering the required recordation fee.

Mr. Vernon A. Williams  
May 25, 2005  
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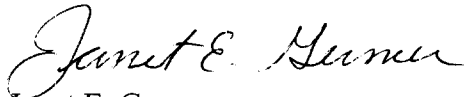
Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed primary document to appear in the Board's Index is:

Memorandum of Lease Agreement for Schedule No. 2 dated as of  
January 15, 2005 to a Lease Agreement dated as of November 24, 1997,  
between Greenbrier Leasing Corporation, Lessor, and Desticon  
Transportation Services, Inc., Lessee.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in cursive script that reads "Janet E. Germer".

Janet E. Germer  
Executive Assistant

jeg  
Enclosures

cc: Robert W. Alvord, Esq.

RECORDATION NO. 21360-13 FILED

MAY 26 '05 1-26 PM

SURFACE TRANSPORTATION BOARD

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***MEMORANDUM OF LEASE AGREEMENT***

***BETWEEN***

***GREENBRIER LEASING CORPORATION ("LESSOR")***

***AND***

***DESTICON TRANSPORTATION SERVICES, INC. ("LESSEE")***

***NOVEMBER 24, 1997***

***SCHEDULE NO. 2***

***JANUARY 15, 2005***

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This Memorandum of Schedule No. 2 dated January 15, 2005, to a Lease Agreement made and entered into as of November 24, 1997, is by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Desticon Transportation Services, Inc., a British Columbia corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor, seventy-five (75) 73-foot center partition flatcars with flat floors and non-tapered center partitions, designed for a gross rail load of 286,000 lbs. ("V-5 Center Partition"), marked and numbered AOK 26700 through AOK 26774, inclusive.
2. Schedule No. 2 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 2, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR:  
GREENBRIER LEASING CORPORATION

BY: 

NAME: LARRY C. BRADY

TITLE: Executive Vice President

DATE: 5-23-05

LESSEE:  
DESTICON TRANSPORTATION SERVICES, INC.

BY: 

NAME: RON GILBEASON

TITLE: VICE - PRESIDENT

DATE: MAY 11, 2005

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 25<sup>th</sup> day of May, 2005, before me personally appeared Norriss M. Webb to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Germer  
NOTARY PUBLIC

My commission expires: 5/28/2006



~~STATE OF~~ Province of BC )  
~~COUNTY OF~~ City of Richmond ) ss.

On this 11<sup>th</sup> day of May, 2005, before me personally appeared Ron Gilbertson, to me personally known, who being by me duly sworn, says that s/he is the Vice President of Desticon Transportation Services, Inc. that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

The Commission of a Notary Public in British Columbia has no set date of expiration but is held during the pleasure of the Lieut. Governor of the Province.

My commission expires: \_\_\_\_\_

Tammy L. Hoolsema  
NOTARY PUBLIC

**TAMMY L. HOOLSEMA**  
NOTARY PUBLIC  
209, 3740 CHATHAM ST.  
RICHMOND, B.C. V7E 2Z3  
TEL: (604) 275-0070/FAX: 275-0080

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**NO ADVICE REQUESTED NOR  
GIVEN, ATTESTED TO ONLY BUT  
NOT DRAWN BY  
TAMMY L. HOOLSEMA**